

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
CORPUS CHRISTI DIVISION**

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In re:

J. C. PENNEY COMPANY, INC., *et al.*,<sup>1</sup>

Debtors.

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Chapter 11

Case No. 20-20182 (DRJ)

(Jointly Administered)

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**NOTICE OF EXECUTED ASSET PURCHASE AGREEMENT  
AND FILING OF KEY TRANSACTION DOCUMENTS**

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The Debtors hereby file the executed Asset Purchase Agreement (subject to Bankruptcy Court approval) and the filing of the Key Transaction Documents as set forth below:

- the executed *Asset Purchase Agreement, dated as of October [ ], 2020, by and among Copper Retail JV LLC and Copper BidCo LLC, as Purchasers, and J.C. Penney Company, Inc., as the Company and the Other Sellers Named Herein*, as **Exhibit 1** with a redline attached to the version filed on October 20, 2020 as **Exhibit 2**
- that certain Patent Assignment Agreement as **Exhibit B** to the Asset Purchase Agreement
- that certain Trademark Assignment Agreement as **Exhibit C** to the Asset Purchase Agreement
- that certain Copyright Assignment Agreement as **Exhibit D** to the Asset Purchase Agreement
- that certain Domain Name Assignment Agreement as **Exhibit E** to the Asset Purchase Agreement
- that certain Form of Deed as **Exhibit F** to the Asset Purchase Agreement
- that certain Assignment and Assumption of Lease as **Exhibit G** to the Asset Purchase Agreement

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<sup>1</sup> A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors' claims and noticing agent at <http://cases.primeclerk.com/JCPenney>. The location of Debtor J. C. Penney Company, Inc.'s principal place of business and the Debtors' service address in these chapter 11 cases is 6501 Legacy Drive, Plano, Texas 75024.

- that certain *Credit and Guaranty Agreement, dated as of [], 2020, by and among [], as Borrower, [], as Holdings, Certain Subsidiaries of Borrower, as Guarantors, the Lenders Party Hereto from Time to Time, as Lenders, GLAS USA LLC, as Administrative Agent, and GLAS Americas LLC, as Collateral Agent*, as **Exhibit J** to the Asset Purchase Agreement
- that certain Transition Services Agreement as **Exhibit K** to the Asset Purchase Agreement
- that certain Escrow Agreement as **Exhibit L** to the Asset Purchase Agreement
- that certain Earnout Agreement as **Exhibit N** to the Asset Purchase Agreement
- that certain Benefits Transition Services Agreement as **Exhibit O** to the Asset Purchase Agreement
- that certain amendment to the Restructuring Support Agreement reflecting the foregoing as **Exhibit 3**
- that certain direction letter described in the Asset Purchase Agreement as **Exhibit 4**

Respectfully Submitted,  
October 28, 2020

*/s/ Matthew D. Cavanaugh*

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